

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

19141

DEC 28 1994 8:11 PM

OF COUNSEL  
URBAN A. LESTER

December 29, 1994

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) executed copies of a Memorandum of Lease Agreement, dated as of December 16, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105

Lessor: Asea Brown Boveri AG & Co. Leasing KG  
Kallstradter Strasse 1  
D-68309 Mannheim 31  
Germany

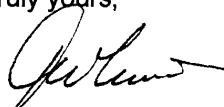
A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to the Memorandum.

Mr. Vernon A. Williams  
December 29, 1994  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

12/27/94  
12/29/94

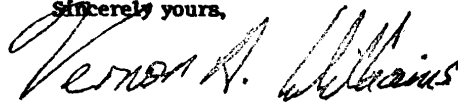
OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/29/94 at 3:20PM, and assigned recordation number(s). 19141 and 19142.

Sincerely yours,

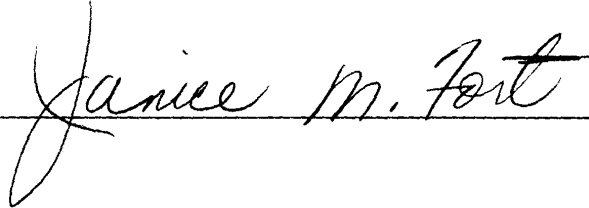


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



**MEMORANDUM OF LEASE AGREEMENT**

19141  
DEC 29 1994 - 3 00 PM

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 16, 1994 between Asea Brown Boveri AG & Co. Leasing KG, a corporation organized and existing under the laws of the Federal Republic of Germany ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("Lessee").

**WITNESSETH:**

1. Pursuant to the Lease Agreement dated as of December 16, 1994 (the "Lease"), and a Lease Supplement dated as of December 28, 1994, Lessor has leased unto Lessee certain Arrow III Multiple Unit Passenger Rail Cars, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Equipment"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. The Lease has taken effect for a Basic Lease Term commencing on December 28, 1994 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on December 28, 2009 or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. Pursuant to the Lease, Lessee has a right of first refusal to purchase the Equipment upon the terms and conditions set forth in the Lease.

4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: Asea Brown Boveri AG & Co.  
Leasing KG  
Kallstadter Strasse 1  
D-68309 Mannheim  
Federal Republic of Germany  
Attention: General Manager  
Tel. #: 0621/381-6676

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105  
Attention: Assistant Executive  
Director for Corporate Affairs  
Tel. #: (201) 491-7000

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease as of the day and year first written above.

NEW JERSEY TRANSIT CORPORATION

By: H. Charles Wedel  
Name: H. Charles Wedel  
Title: Chief Financial Officer and Treasurer

ASEA BROWN BOVERI AG & CO.  
LEASING KG


By: J. Mossner  
Jurgen Mossner  
General Manager

## CORPORATE ACKNOWLEDGMENT

(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY :  
MUNICH :  
SS.:

On this 16th day of December, 1994, before me personally appeared H. Charles Wedel, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer and Treasurer of NEW JERSEY TRANSIT CORPORATION, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Daniel J. Barkin, Esq.  
An Attorney at Law of New Jersey

**CORPORATE ACKNOWLEDGMENT**

**(Pursuant to 49 C.F.R. 1177.3)**

**FEDERAL REPUBLIC OF GERMANY :**

**ss.:**

**MUNICH**

**:**

On this 16th day of December, 1994, before me personally appeared Jurgen Mossner, to me personally known, who being by me duly sworn, says that he is the General Manager of ASEA BROWN BOVERI AG & CO. LEASING KG, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Daniel J. Barkin

An Attorney at Law of New Jersey

**SCHEDULE A**

**DESCRIPTION OF THE ITEMS OF EQUIPMENT**

Fourteen (14) Arrow III multiple unit passenger rail cars, Serial Numbers as set forth below:

	<u>Serial Number</u>	<u>Car Type</u>	<u>Equipment Cost (Dollars)</u>
1.	1305	S	
2.	1308	S	
3.	1309	S	
4.	1311	S	
5.	1316	S	
6.	1318	S	
7.	1320	S	
8.	1324	S	
9.	1325	S	
10.	1327	S	
11.	1330	S	
12.	1333	S	
13.	1340	A	
14.	1341	B	
		TOTAL	